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Michael N. Milby, Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re ENRON CORPORATION SECURITIES LITIGATION	§ §	MDL No. 1446
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This Document Relates To:	§	Civil Action No. H-01-3624
MARK NEWBY, et al.	§	(Consolidated)
	§	
Plaintiffs,	§	
vs.	§	
ENRON CORP., et al.	§	
	§	
Defendants.	§	
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**BARCLAYS PLC'S ANSWER
TO THE CONSOLIDATED COMPLAINT**

Defendant Barclays PLC ("Barclays"), through its undersigned counsel,
for its Answer to the Consolidated Complaint herein, dated April 8, 2002 (the
"Complaint"), responds as follows.

Preliminary Statement

The Complaint as relates to Barclays is replete with inflammatory
language, factual mischaracterizations, and hyperbole, as to which no response is
required, and which in any event Barclays denies. Putting aside this rhetoric, the
Complaint alleges nothing more than that Barclays, a financial services institution,
engaged in arm's length financial transactions with Enron Corporation ("Enron").
Barclays engaged in no misconduct and, to the extent that any misrepresentation,
omission or other manipulative or deceptive device or contrivance was used or employed
by Enron and/or its legal or accounting advisors, Barclays and/or its subsidiaries were

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also misled or deceived and, from time to time, may have relied on such misrepresentations or conduct.

As particularized herein, numerous repeated allegations against Barclays are completely without foundation. For example:

- there is **no** basis for plaintiffs' bald allegation that Barclays "controlled" Chewco;
- there is **no** basis for plaintiffs' characterization of Enron's guarantee of the \$240 million loan to Chewco as "secret"; and
- there is **no** basis for plaintiffs' claim that Barclays knew that Enron, at the time a respected corporation with ready access to the capital markets and a team of well-known and respected legal and accounting advisors, was engaged in fraud or other improprieties.

Moreover, many of the allegations of the Complaint vaguely refer to the defendants as a group, and otherwise improperly seek to lump the "Banking Defendants" together. This improper pleading cannot mask the fact that Barclays and its subsidiaries and representatives¹ did not:

- invest in **any** of the partnerships described in the Complaint, including the LJM2 partnership;
- issue **any** equity research analyst report covering Enron;
- underwrite **any** public offering of Enron securities; or
- participate in preparing or creating **any** Enron financial statement or other public filing.

¹ Plaintiffs have named only Barclays PLC as a defendant. Barclays PLC did not engage in any transactions with Enron. Plaintiffs' allegation that Barclays PLC is liable for the activities of its legally distinct subsidiaries, such as Barclays Bank PLC and Barclays Capital Inc., is without merit.

RESPONSES

Incorporating the foregoing, Barclays responds as follows to the factual allegations of the Complaint, and states generally that the responses herein are with respect to the allegations of the Complaint as directed to Barclays and that Barclays is not required to respond to allegations against any other defendant:

No response is required to the Complaint's "preamble," cover page and numerous headings and subheadings, which are in any event denied.

1. Admits that plaintiffs purport to bring this action as a class action on behalf of purchasers of Enron's publicly traded equity and debt securities between October 19, 1998 and November 27, 2001 against the defendants named therein.

2. Denies the allegations of the first, fourth and fifth sentences of paragraph 2 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 2.

3. Denies the allegations of the first sentence of paragraph 3; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 3, except admits on information and belief that after October 2001 Enron restated its previously reported financial results, Enron's credit rating was downgraded, and Enron subsequently filed for bankruptcy.

4. Denies the allegations of the first and sixth sentences of paragraph 4; denies knowledge or information sufficient to form a belief as to the truth of the allegations of the remaining sentences of paragraph 4, except admits on information and belief that the Securities and Exchange Commission and the Department of Justice have been investigating matters relating to Enron; denies that the chart following

paragraph 4 completely and accurately describes the changes in Enron's stock price and respectfully refers the Court to the public record for complete and accurate information regarding Enron's stock price.

5. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 5.

6. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 6.

7. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 7.²

8. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 8.

9. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 9, except admits on information and belief that Enron had not consolidated Joint Energy Development Investments Limited Partnership ("JEDI") into its financial statements.

10. Denies the allegations of the second and fourth through seventh sentences of paragraph 10 as to Barclays, except avers that Barclays Bank PLC

² The Complaint contains numerous allegations purporting to quote, paraphrase or reference various news articles, press releases, conference calls, analysts reports, SEC filings (including registration statements, annual and quarterly reports and prospectuses) and similar documents, none of which contains statements made, created by, or attributed to Barclays or that otherwise refer to Barclays. With respect to each such purported quotation, paraphrase or reference, Barclays denies knowledge or information sufficient to form a belief as to whether the allegations completely and accurately reflect the contents of such documents and respectfully refers the Court to each such document for a complete and accurate statement of its contents, without admitting the truth of, or knowledge about, such contents.

("Barclays Bank"), a subsidiary of Barclays, loaned \$240 million to Chewco, which loan was guaranteed by Enron, that Barclays Bank loaned approximately \$11.4 million to Big River Funding, LLC and Little River Funding, LLC, which were represented by Kirkland & Ellis, which they invested directly or indirectly in Chewco and that these \$11.4 million loans were secured by collateral, including \$6.58 million deposited in accounts at Barclays Bank; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 10.

11. Denies the allegations of the fourth sentence of paragraph 11 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 11.

12. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 12.

13. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 13.

14. Denies the allegations of paragraph 14 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 14, except avers on information and belief that Arthur Andersen audited Enron's annual consolidated financial statements and opined that those financial statements presented fairly, in all material respects, the financial position of Enron.

15. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 15.

16. Denies the allegations of the third sentence of paragraph 16 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of

the remaining allegations of paragraph 16, except admits that Enron had access to capital markets.

17. Denies the allegations of paragraph 17 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 17.

18. Denies the allegations of paragraph 18 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 18.

19. Denies the allegations of paragraph 19 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 19.

20. Denies the allegations of paragraph 20 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 20.

21. Denies the allegations of the first sentence of paragraph 21 as to Barclays; the third and fourth sentences of paragraph 21 purport to state legal conclusions, as to which no response is required; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 21.

22. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 22, except admits on information and belief that an affiliate of Enron was a partner in JEDI and that prior to 1997 Enron did not consolidate JEDI into its financial statements, and avers that Barclays Bank loaned money to Chewco to finance Chewco's purchase of an interest in JEDI.

23. Denies the allegations of paragraph 23 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 23.

24. Denies the allegations of paragraph 24 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 24.

25. Denies the allegations of the ninth sentence of paragraph 25 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 25.

26. Denies the allegations of paragraph 26 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 26.

27. Denies the allegations of paragraph 27 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 27.

28. Denies the allegations of paragraph 28 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 28.

29. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 29.

30. Denies the allegations of paragraph 30 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 30, except respectfully refers the Court to the articles referenced

therein for a complete and accurate statement of their contents, without admitting the truth of, or knowledge about, such contents.

31. Denies the allegations of paragraph 31 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 31.

32. Denies the allegations of paragraph 32 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 32.

33. Denies the allegations of the ninth sentence of paragraph 33 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 33.

34. Denies the allegations of paragraph 34 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 34.

35. Denies the allegations of paragraph 35 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 35.

36. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 36.

37. Denies the allegations of the second sentence of paragraph 37 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 37.

38. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 38.

39. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 39.

40. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 40.

41. Denies the allegations of paragraph 41 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 41.

42. Denies the allegations of paragraph 42 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 42.

43. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 43.

44. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 44.

45. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 45.

46. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 46.

47. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 47.

48. Denies the allegations of paragraph 48 as to Barclays, further denies that it was an underwriter of the \$1,907,698,000 Enron Zero Coupon Convertible Senior Notes issue listed in the chart following paragraph 48, except avers that Barclays Capital Inc., an indirect subsidiary of Barclays Bank, participated in a private placement of these notes in February 2001 and that in July 2001 the registration of these securities with the Securities and Exchange Commission by Enron became effective, but denies that it purchased or sold any notes before or after the securities were registered; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 48.

49. Denies the allegations of paragraph 49 as to Barclays, except avers that Barclays Bank participated in a non-public offering of £200,000,000 of 8.75% Linked Enron Obligations issued by Yosemite Securities Company Ltd. in February 2000; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 49.

50. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 50.

51. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 51.

52. Denies the allegations of the second sentence of paragraph 52 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 52.

53. Denies the allegations of paragraph 53 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 53.

54. Denies the allegations of paragraph 54 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 54, except avers on information and belief that Arthur Andersen audited Enron's annual consolidated financial statements and opined that those financial statements presented fairly, in all material respects, the financial position of Enron.

55. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 55.

56. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 56.

57. Denies the allegations of paragraph 57 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 57.

58. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 58.

59. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 59.

60. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 60.

61. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 61, except admits that in November 2001 Enron restated its prior reported financial results for 1997, 1998, 1999 and 2000, and respectfully refers the Court to Enron's restatement for a complete and accurate statement of its contents.

62. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 62.

63. Denies the allegations of paragraph 63 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 63.

64. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 64.

65. Denies the allegations of paragraph 65 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 65.

66. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 66, except admits that on or around December 2, 2001 Enron filed for bankruptcy.

67. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 67.

68. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 68.

69. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 69.

70. Denies the allegations of paragraph 70 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 70.

71. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 71, except respectfully refers the Court to the article referenced therein for a complete and accurate statement of its contents, without admitting the truth of, or knowledge about, such contents.

72. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 72, except respectfully refers the Court to the article referenced therein for a complete and accurate statement of its contents, without admitting the truth of, or knowledge about, such contents.

73. Denies the allegations of paragraph 73 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 73.

74. Denies the allegations of paragraph 74 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 74; the “Enron Timeline” graphic following paragraph 74 does not require a response, and is in any event denied.

75. Denies the allegations of paragraph 75, except admits that plaintiffs purport to bring claims pursuant to §§ 10(b), 20(a) and 20A of the Securities

Exchange Act of 1934 and Rule 10b-5 promulgated thereunder, §§ 11 and 15 of the Securities Act of 1933 and Texas Rev. Civ. Stat. Art., 581-33.

76. Paragraph 76 purports to state a legal conclusion as to which no response is required.

77. The first sentence of paragraph 77 purports to state a legal conclusion as to which no response is required; denies knowledge or information sufficient to form a belief as to the truth of the allegations of the second sentence of paragraph 77, except admits on information and belief that Enron maintains its principal place of business in this district.

78. Denies the allegations of paragraph 78 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 78.

79. Denies the allegations of paragraph 79, except admits that the Regents of the University of California are the Court-appointed lead plaintiff in this case and denies knowledge or information sufficient to form a belief as to the number of shares purchased by this plaintiff and at what price.

80. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 80.

81. Denies the allegations of paragraph 81, except denies knowledge or information sufficient to form a belief as to the truth of the allegations of plaintiffs' securities purchases detailed therein and of the allegations concerning the specific characteristics of each named plaintiff.

82. Admits on information and belief the allegations of paragraph 82.

83. Admits on information and belief that certain of the defendants named in paragraph 83 were officers or directors of Enron; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 83.

84. The first sentence of paragraph 84 purports to state legal conclusions as to which no response is required; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 84.

85. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 85.

86. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 86.

87. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 87.

88. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 88.

89. The first and last sentences of paragraph 89 purports to state legal conclusions as to which no response is required; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 89.

90. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 90.

91. Admits that the parties described in paragraph 91 are collectively referred to in the Complaint as "Andersen."

92. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 92, except admits on information and belief that Arthur Andersen provided auditing and consulting services to Enron.

93. Admits on information and belief that certain of the defendants listed in paragraph 93 were partners and/or employees of Arthur Andersen or an affiliated entity who from time to time provided auditing and consulting services to Enron; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 93.

94. Barclays repeats and incorporates its responses to paragraphs 897-982 as if fully set forth here; admits on information and belief that certain of the defendants listed in paragraph 93 were partners and/or employees of Arthur Andersen or an affiliated entity who from time to time provided auditing and consulting services to Enron; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 94.

95. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 95, except admits on information and belief that defendant Nancy Temple was an in-house lawyer for Arthur Andersen.

96. Admits that plaintiffs have alleged that defendants Berardino, Randall, McAlindon and Andrews are liable pursuant to § 20(a) of the 1934 Act and § 15 of the 1933 Act.

97. Admits that plaintiffs purport to provide more detailed allegations concerning the involvement of the Andersen defendants at paragraphs 897-982 of the Complaint and therefore repeats and incorporates its responses to those paragraphs as if

fully set forth here; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 97.

98. Denies the allegations of paragraph 98 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 98, except admits on information and belief that Vinson & Elkins LLP is a law firm that provided legal services to Enron.

99. Denies the allegations of paragraph 99 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 99, except admits on information and belief that Kirkland & Ellis provided legal services to certain entities that did business with Enron.

100. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 100, except admits that JP Morgan Chase & Co. is a financial services institution.

101. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 101, except admits that Citigroup Inc. is a financial services institution.

102. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 102, except admits that Credit Suisse First Boston is a financial services institution.

103. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 103, except admits that Canadian Imperial Bank of Commerce is a financial services institution.

104. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 104, except admits that Bank of America Corp. is a financial services institution.

105. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 105, except admits that Merrill Lynch & Co. is a financial services institution.

106. Denies the allegations of paragraph 106, further denies that the allegations of the first sentence of paragraph 106 contain a complete or accurate statement of the business of Barclays, except admits that Barclays is a financial services institution and that certain of its subsidiaries (and divisions thereof) provide commercial and/or investment banking services.

107. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 107, except admits that Deutsche Bank AG is a financial services institution.

108. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 108, except admits that Lehman Brothers Holding, Inc. is a financial services institution.

109. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 109.

110. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 110.

111. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 111.

112. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 112.

113. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 113.

114. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 114.

115. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 115.

116. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 116.

117. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 117.

118. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 118.

119. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 119.

120. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 120.

121. Barclays repeats and incorporates its responses to paragraphs 418-611 as if fully set forth here; denies the allegations of subparagraph 121(d) as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 121.

122. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 122.

123. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 123.

124. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 124.

125. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 125.

126. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 126.

127. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 127.

128. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 128.

129. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 129.

130. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 130.

131. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 131.

132. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 132.

133. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 133.

134. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 134.

135. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 135.

136. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 136.

137. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 137.

138. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 138.

139. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 139.

140. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 140.

141. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 141.

142. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 142.

143. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 143.

144. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 144.

145. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 145.

146. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 146.

147. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 147.

148. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 148.

149. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 149.

150. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 150.

151. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 151.

152. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 152.

153. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 153.

154. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 154.

155. Barclays repeats and incorporates its responses to paragraphs 418-611 as if fully set forth here; denies the allegations of subparagraph 155(d) as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 155.

156. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 156.

157. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 157.

158. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 158.

159. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 159.

160. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 160.

161. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 161.

162. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 162.

163. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 163.

164. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 164.

165. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 165.

166. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 166.

167. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 167.

168. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 168.

169. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 169.

170. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 170.

171. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 171.

172. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 172.

173. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 173.

174. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 174.

175. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 175.

176. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 176.

177. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 177.

178. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 178.

179. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 179.

180. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 180.

181. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 181.

182. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 182.

183. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 183.

184. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 184.

185. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 185.

186. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 186.

187. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 187.

188. Denies the allegations of paragraph 188 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 188.

189. Denies the allegations of paragraph 189 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 189.

190. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 190.

191. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 191.

192. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 192.

193. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 193.

194. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 194.

195. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 195.

196. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 196.

197. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 197.

198. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 198.

199. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 199.

200. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 200.

201. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 201.

202. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 202.

203. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 203.

204. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 204.

205. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 205.

206. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 206.

207. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 207.

208. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 208.

209. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 209.

210. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 210.

211. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 211.

212. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 212.

213. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 213.

214. Barclays repeats and incorporates its responses to paragraphs 418-611 as if fully set forth here; denies the allegations of subparagraphs (b) and (d) of paragraph 214 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 214.

215. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 215.

216. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 216.

217. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 217.

218. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 218.

219. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 219.

220. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 220.

221. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 221.

222. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 222.

223. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 223.

224. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 224.

225. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 225.

226. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 226.

227. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 227.

228. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 228.

229. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 229.

230. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 230.

231. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 231.

232. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 232.

233. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 233.

234. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 234.

235. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 235.

236. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 236.

237. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 237.

238. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 238.

239. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 239.

240. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 240.

241. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 241.

242. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 242.

243. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 243.

244. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 244.

245. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 245.

246. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 246.

247. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 247.

248. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 248.

249. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 249.

250. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 250.

251. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 251.

252. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 252.

253. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 253.

254. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 254.

255. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 255.

256. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 256.

257. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 257.

258. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 258.

259. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 259.

260. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 260.

261. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 261.

273. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 273.

274. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 274.

275. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 275.

276. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 276.

277. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 277.

278. Denies the allegations of paragraph 278 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 278.

279. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 279.

280. Denies the allegations of paragraph 280 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 280.

281. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 281.

282. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 282.

283. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 283.

284. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 284.

285. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 285.

286. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 286.

287. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 287.

288. Denies the allegations of the second, third, fourth and sixth sentences of paragraph 288 as to Barclays, except avers that in February 2001 Enron sold \$1.9 billion Zero Coupon Convertible Notes in a private placement to a group of financial institutions that included Salomon Smith Barney Inc., Deutsche Banc Alex. Brown Inc., J.P. Morgan Securities Inc., Banc of American Securities LLC and Barclays Capital Inc., which severally agreed to purchase the notes and that Enron committed to file a registration statement covering the notes with the SEC to be effective 180 days after the original date of issuance of the notes, but avers that neither Barclays nor any of its subsidiaries (including Barclays Capital Inc.) were purchasers, sellers or resellers of these notes; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 288.

289. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 289.

290. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 290.

291. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 291.

292. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 292, except avers on information and belief that Arthur Andersen audited Enron's annual consolidated financial statements and opined that those financial statements presented fairly, in all material respects, the financial position of Enron.

293. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 293.

294. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 294.

295. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 295, except avers on information and belief that Arthur Andersen audited Enron's annual consolidated financial statements and opined that those financial statements presented fairly, in all material respects, the financial position of Enron.

296. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 296.

297. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 297.

298. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 298.

299. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 299.

300. Barclays repeats and incorporates its responses to paragraphs 418-611 as if fully set forth here; denies the allegations of subparagraphs (b) and (d) of paragraph 300 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 300.

301. Denies the allegations of the third sentence of paragraph 301 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 301.

302. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 302.

303. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 303.

304. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 304.

305. Denies the allegations of the second and third sentences of paragraph 305 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 305.

306. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 306.

307. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 307.

308. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 308.

309. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 309.

310. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 310.

311. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 311.

312. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 312.

313. Denies the allegations of paragraph 313 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 313.

314. Denies the allegations of paragraph 314 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 314.

315. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 315.

316. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 316.

317. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 317.

318. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 318.

319. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 319.

320. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 320.

321. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 321.

322. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 322.

323. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 323.

324. Denies the allegations of paragraph 324 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 324.

325. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 325.

326. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 326.

327. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 327.

328. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 328.

329. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 329.

330. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 330.

331. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 331.

332. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 332.

333. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 333.

334. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 334.

335. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 335.

336. Admits that on or around July 18, 2001, Enron's Registration Statement filed with the SEC to register \$1.9 billion in Zero Coupon Convertible Senior Notes Due 2021 became effective, but denies that the allegations of paragraph 336 completely or accurately reflect the contents of that Registration Statement, and respectfully refers the Court to the Registration Statement for a complete and accurate statement of its contents; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 336.

337. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 337.

338. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 338.

339. Barclays repeats and incorporates its responses to paragraphs 418-611 as if fully set forth here; denies the allegations of subparagraphs (b) and (d) of paragraph 339 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 339.

340. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 340.

341. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 341.

342. Denies the allegations of paragraph 342 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 342.

343. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 343.

344. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 344.

345. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 345.

346. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 346.

347. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 347.

348. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 348.

349. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 349.

350. Denies the allegations of paragraph 350 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 350.

351. Denies the allegations of paragraph 351 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 351.

352. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 352.

353. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 353.

354. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 354.

355. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 355.

356. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 356.

357. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 357.

358. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 358.

359. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 359.

360. Denies the allegations of the first and third sentences of paragraph 360 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 360.

361. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 361.

362. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 362.

363. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 363.

364. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 364.

365. Denies the allegations of paragraph 365 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 365.

366. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 366.

367. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 367.

368. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 368.

369. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 369.

370. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 370.

371. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 371.

372. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 372.

373. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 373.

374. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 374.

375. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 375.

376. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 376.

377. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 377.

378. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 378.

379. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 379.

380. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 380.

381. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 381.

382. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 382.

383. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 383.

384. Admits on information and belief that on or around November 8, 2001 Enron filed a Form 8-K with the SEC and restated its 1997, 1998, 1999 and 2000 financial results, and respectfully refers the Court to Enron's restatement for a complete and accurate statement of its contents.

385. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 385.

386. Denies the allegations of paragraph 386 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 386.

387. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 387.

388. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 388.

389. Denies the allegations of paragraph 389 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 389.

390. Denies the allegations of the final sentence of paragraph 390 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 390.

391. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 391, except admits that on or around November 28, 2001 Enron's debt was downgraded by the rating agencies and on or around December 2, 2001 Enron filed for bankruptcy.

392. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 392, except admits that Congress conducted hearings regarding Enron.

393. Denies the allegations of paragraph 393 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 393.

394. Denies the allegations of paragraph 394 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 394.

395. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 395.

396. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 396.

397. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 397.

398. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 398.

399. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 399.

400. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 400.

401. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 401.

402. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 402.

403. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 403.

404. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 404.

405. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 405.

406. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 406.

407. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 407.

408. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 408.

409. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 409.

410. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 410.

411. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 411.

412. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 412.

413. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 413.

414. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 414.

415. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 415.

416. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 416.

417. Admits that plaintiffs purport to allege the scienter of defendants other than the Enron Defendants in other paragraphs of the Complaint, and therefore repeats and incorporates its responses to those paragraphs as if fully set forth here.

418. Denies the allegations of paragraph 418 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 418.

419. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 419, except admits that Enron restated its prior reported financial results for 1997 through 2000, and respectfully refers the Court to Enron's restatement for a complete and accurate statement of its contents.

420. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 420.

421. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 421.

422. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 422.

423. Denies the allegations of the second sentence of paragraph 423 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 423.

424. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 424.

425. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 425.

426. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 426.

427. Denies that the allegations of the first sentence of paragraph 427 completely and accurately define GAAP, and respectfully refers the Court to the relevant GAAP pronouncements for a complete and accurate statement of GAAP; the remaining allegations of paragraph 427 purports to state legal conclusions as to which no response is required.

428. Paragraph 428 purports to state a legal conclusion as to which no response is required.

429. Denies the allegations of the first sentence of paragraph 429 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 429.

430. Denies that the allegations of paragraph 430 completely and accurately reflect GAAP or the contents of Accounting Research Bulletin (“ARB”) No. 51, and respectfully refers the Court to ARB No. 51 for a complete and accurate statement of its contents.

431. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 431, except respectfully refers the Court to SFAS No. 94 for a complete and accurate statement of its contents.

432. Denies that the allegations of paragraph 432 completely and accurately reflect GAAP or the contents of SFAS No. 125 and respectfully refers the Court to SFAS No. 125 for a complete and accurate statement of its contents.

433. Denies the allegations of paragraph 433 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 433; further denies that the allegations of footnote 7 to

paragraph 433 completely and accurately reflect GAAP or the contents of the FASB Emerging Issues Task Force (“EITF”) Abstracts referenced therein and respectfully refers the Court to the EITF guidance referenced therein for a complete and accurate statement of its contents.

434. Denies the allegations of the first sentence of paragraph 434 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 434, and respectfully refers the Court to the article referenced therein for a complete and accurate statement of its contents.

435. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 435, except admits that Chewco was formed in 1997 to buy an interest in the JEDI partnership.

436. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 436, except admits on information and belief that in or around 1993 Enron or one of its affiliates was involved in the creation of a joint venture investment partnership called Joint Energy Development Investments Limited Partnership (“JEDI”), that an affiliate of Enron was the general partner of JEDI, that at that time Enron did not consolidate JEDI into its financial statements, that Kirkland & Ellis represented Big River Funding and Little River Funding and that Big River Funding was a partner in Chewco.

437. Denies the allegations of the first sentence of paragraph 437, except denies knowledge or information sufficient to form a belief as to the truth of the allegations concerning who “put together” the bridge financing, but avers that Chewco

and its members and affiliated entities borrowed approximately \$383 million from two banks on an unsecured basis as part of a bridge financing arrangement to buy an interest in JEDI; admits the allegations of the second sentence of paragraph 437; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 437.

438. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 438, except avers that in December 1997 the \$383 million bridge loan to Chewco was refinanced with (a) a \$240 million unsecured subordinated loan to Chewco from Barclays Bank, which Enron guaranteed, (b) a \$132 million drawing under a revolving credit facility provided to Chewco by JEDI and (c) approximately \$11.5 million in equity from Chewco's general and limited partners.

439. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of the first, second, ninth and tenth sentences of paragraph 439; denies the allegations of the third sentence of paragraph 439 as to Barclays, except avers that Barclays Bank agreed to provide \$11.4 million loans to certain entities investing directly or indirectly in Chewco and that these loans were in certain circumstances referred to as "equity loans," and respectfully refers the Court to the loan documents for a complete and accurate statement of their contents; denies the allegations of the fourth sentence of paragraph 439; denies the allegations of the fifth and sixth sentences of paragraph 439, except avers that Barclays Bank's loans to Big River Funding and Little River Funding were reflected in promissory notes and loan agreements, denies that the allegations of paragraph 439 completely and accurately reflect the contents of these documents, and respectfully refers the Court to the loan

documents for a complete and accurate statement of their contents; denies the allegations of the seventh and eighth sentences of paragraph 439, except avers that the \$11.4 million loans were secured by collateral, including \$6.58 million deposited in accounts at Barclays Bank.

440. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 440, except denies that it “received the reserve of \$6.6 million,” admits that the \$11.4 million loans were “clearly loans” and avers that they were secured by collateral, including \$6.58 million deposited in accounts at Barclays Bank; denies that the diagram following paragraph 440 presents a complete or accurate representation of the Chewco transaction.

441. Denies the allegations of the second sentence of paragraph 441 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 441.

442. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 442.

443. Admits the allegations of the first sentence of paragraph 443, except denies that the loan was from Barclays and avers that the loan was from Barclays Bank; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 443.

444. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 444, except admits on information and belief that the JEDI partnership agreement required JEDI to pay an affiliate of Enron an annual fee.

445. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 445, further denies that the allegations of paragraph 445 completely and accurately reflect GAAP or the contents of Accounting Principles Board Opinion ("APB") No. 9 referenced therein and respectfully refers the Court to APB No. 9 for a complete and accurate statement of its contents.

446. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 446.

447. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 447, except admits on information and belief that Enron restated its financial results to consolidate Chewco and JEDI into its consolidated financial statements for 1997, 1998, 1999 and 2000, and respectfully refers the Court to Enron's restatement for a complete and accurate statement of its contents.

448. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 448.

449. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 449.

450. Denies the allegations of paragraph 450 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 450.

451. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 451.

452. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 452.

453. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 453.

454. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 454.

455. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 455.

456. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 456.

457. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 457.

458. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 458.

459. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 459.

460. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 460.

461. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 461.

462. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 462.

463. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 463.

464. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 464.

465. Barclays repeats and incorporates its responses to paragraphs 477-495 as if fully set forth here; denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 465.

466. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 466.

467. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 467.

468. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 468.

469. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 469.

470. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 470.

471. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 471.

472. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 472.

473. Denies the allegations of the third sentence of paragraph 473 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 473.

474. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 474.

475. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 475.

476. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 476.

477. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 477.

478. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 478.

479. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 479.

480. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 480.

481. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 481.

482. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 482.

483. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 483.

484. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 484.

485. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 485.

486. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 486.

487. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 487.

488. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 488.

489. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 489.

490. Denies the allegations of paragraph 490 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 490.

491. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 491.

492. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 492.

493. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 493.

494. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 494.

495. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 495.

496. Denies the allegations of the first sentence of paragraph 496 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 496.

497. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 497.

498. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 498.

499. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 499.

500. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 500.

501. Denies that the allegations of paragraph 501 completely and accurately reflect GAAP or the contents of SFAS No. 125, and respectfully refers the Court to SFAS No. 125 for a complete and accurate statement of its contents.

502. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 502, except respectfully refers the Court to SFAS No. 125 for a complete and accurate statement of its contents.

503. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 503, except respectfully refers the Court to SFAS No. 125 for a complete and accurate statement of its contents.

504. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 504.

505. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 505.

506. Denies the allegations of the last sentence of paragraph 506; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 506.

507. Denies that the allegations of paragraph 507 completely and accurately reflect GAAP or the contents of SFAS No. 57, and respectfully refers the Court to SFAS No. 57 for a complete and accurate statement of its contents

508. Paragraph 508 purports to state a legal conclusion, as to which no response is required.

509. Denies that the allegations of paragraph 509 completely and accurately reflect GAAP or the contents of the Statements of Financial Accounting Concepts referenced therein, and respectfully refers the Court to those Statements of Financial Accounting Concepts for a complete and accurate statement of their contents.

510. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 510.

511. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 511.

512. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 512.

513. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 513.

514. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 514.

515. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 515.

516. Denies the allegations of paragraph 516 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 516.

517. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 517, except respectfully refers the Court to SEC Staff Accounting Bulletin (“SAB”) No. 99 for a complete and accurate statement of its contents.

518. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 518, further denies that the allegations of paragraph 518 completely and accurately reflect GAAP or the contents of APB No. 20 referenced therein, and respectfully refers the Court to APB No. 20 for a complete and accurate statement of its contents.

519. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 519.

520. Barclays repeats and incorporates its responses to paragraphs 533-548 as if fully set forth here; denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 520.

521. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 521.

522. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 522.

523. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 523.

524. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 524.

525. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 525.

526. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 526.

527. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 527.

528. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 528.

529. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 529.

530. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 530.

531. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 531.

532. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 532.

533. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 533.

534. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 534.

535. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 535.

536. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 536.

537. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 537.

538. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 538.

539. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 539.

540. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 540.

541. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 541.

542. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 542.

543. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 543.

544. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 544.

545. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 545.

546. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 546.

547. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 547.

548. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 548.

549. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 549.

550. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 550.

551. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 551.

552. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 552, further denies that the allegations of paragraph 552 completely and accurately reflect GAAP or the contents of SFAS No. 115 referenced therein, and respectfully refers the Court to SFAS No. 115 for a complete and accurate statement of its contents.

553. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 553, except respectfully refers the Court to SFAS No. 115 for a complete and accurate statement of its contents.

554. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 554.

555. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 555.

556. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 556.

557. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 557.

558. Denies the allegations of paragraph 558 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 558.

559. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 559.

560. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 560.

561. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 561.

562. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 562.

563. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 563.

564. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 564.

565. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 565.

566. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 566.

567. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 567.

568. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 568.

569. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 569.

570. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 570.

571. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 571.

572. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 572.

573. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 573.

574. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 574.

575. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 575.

576. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 576.

577. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 577.

578. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 578.

579. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 579.

580. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 580.

581. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 581.

582. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 582.

583. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 583.

584. Denies that the allegations of paragraph 584 completely and accurately reflect GAAP or the contents of SFAS No. 121 referenced therein, and

respectfully refers the Court to SFAS No. 121 for a complete and accurate statement of its contents.

585. Denies that the allegations of paragraph 585 completely and accurately reflect GAAP or the contents of SFAS No. 115 referenced therein, and respectfully refers the Court to SFAS No. 115 for a complete and accurate statement of its contents.

586. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 586.

587. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 587.

588. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 588.

589. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 589.

590. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 590.

591. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 591.

592. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 592.

593. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 593.

594. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 594.

595. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 595.

596. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 596.

597. Barclays repeats and incorporates its responses to paragraphs 485-488 as if fully set forth here; denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 597.

598. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 598.

599. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 599.

600. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 600.

601. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 601.

602. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 602.

603. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 603.

604. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 604.

605. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 605.

606. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 606.

607. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 607.

608. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 608.

609. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 609.

610. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 610.

611. Denies the allegations of paragraph 611 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 611.

612. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 612, except avers on information and belief that on or around July 18, 2001 Enron's registration with the SEC of certain Zero Coupon Convertible Notes became effective, and respectfully refers the Court to the Registration Statement for a complete and accurate statement of its contents.

613. Barclays repeats and incorporates its responses to paragraphs 418-611 as if fully set forth here; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 613.

614. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 614.

615. Barclays repeats and incorporates its responses to paragraphs 418-611 as if fully set forth here; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 615.

616. Denies the allegations of paragraph 616 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 616.

617. Denies the allegations of paragraph 617 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 617.

618. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 618.

619. Denies the allegations of the fifth and sixth sentences of paragraph 619 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 619.

620. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 620.

621. Denies the allegations of the third and fourth sentences of paragraph 621 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 621.

622. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 622.

623. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 623.

624. Denies the allegations of paragraph 624 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 624.

625. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 625.

626. Denies the allegations of paragraph 626 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 626.

627. Denies the allegations of the seventh sentence of paragraph 627 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 627.

628. Denies the allegations of the fourth and fifth sentences of paragraph 628 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 628.

629. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 629.

630. Denies the allegations of paragraph 630 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 630.

631. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 631.

632. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 632.

633. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 633.

634. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 634.

635. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 635.

636. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 636.

637. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 637.

638. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 638.

639. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 639.

640. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 640.

641. Barclays repeats and incorporates its responses to paragraphs 418-611 as if fully set forth here; denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 641.

642. Denies the allegations of the last sentence of paragraph 642 as to Barclays; the remaining sentences of paragraph 642 purport to state legal conclusions or to be quotations from court opinions as to which no response is required.

643. Denies the allegations of the first and third sentences of paragraph 643 as to Barclays, except states that the allegations concerning the Glass-Steagall Act purport to state legal conclusions as to which no response is required; denies knowledge or information sufficient to form a belief as to the truth of the allegations of the second and fourth sentences of paragraph 643, except respectfully refers the Court to the article referenced therein for a complete and accurate statement of its contents, without admitting the truth of, or knowledge about, such contents.

644. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 644, except respectfully refers the Court to the article referenced therein for a complete and accurate statement of its contents, without admitting the truth of, or knowledge about, such contents.

645. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 645, except respectfully refers the Court to the article referenced therein for a complete and accurate statement of its contents, without admitting the truth of, or knowledge about, such contents.

646. Denies the allegations of paragraph 646 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 646.

647. Denies the allegations of paragraph 647 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 647.

648. Denies the allegations of paragraph 648 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 648, except respectfully refers the Court to the articles referenced therein for a complete and accurate statement of their contents, without admitting the truth of, or knowledge about, such contents.

649. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 649.

650. The allegations of the first four sentences of paragraph 650 purport to state legal conclusions as to which no response is required; admits that Barclays Bank is subject to regulatory oversight, but denies that the allegations of paragraph 650 completely and accurately reflect legal and regulatory requirements; further admits that Barclays Bank has internal procedures regarding the extension of credit, but denies that the allegations of paragraph 650 completely and accurately reflect the contents of Barclays Bank's procedures; denies the remaining allegations of paragraph 650 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 650.

651. Denies the allegations of paragraph 651 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 651.

652. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 652.

653. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 653.

654. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 654.

655. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 655.

656. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 656.

657. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 657.

658. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 658.

659. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 659.

660. Denies the allegations of paragraph 660 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 660.

661. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 661.

662. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 662.

663. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 663.

664. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 664.

665. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 665.

666. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 666.

667. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 667.

668. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 668.

669. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 669.

670. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 670.

671. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 671.

672. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 672.

673. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 673.

674. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 674.

675. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 675.

676. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 676.

677. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 677.

678. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 678.

679. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 679.

680. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 680.

681. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 681.

682. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 682.

683. Denies the allegations of paragraph 683 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 683.

684. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 684.

685. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 685.

686. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 686.

687. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 687.

688. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 688.

689. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 689.

690. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 690.

691. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 691.

692. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 692.

693. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 693.

694. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 694.

695. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 695.

696. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 696.

697. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 697.

698. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 698.

699. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 699.

700. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 700.

701. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 701.

702. Denies the allegations of paragraph 702 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 702.

703. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 703.

704. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 704.

705. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 705.

706. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 706.

707. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 707.

708. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 708.

709. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 709.

710. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 710.

711. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 711.

712. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 712.

713. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 713.

714. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 714.

715. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 715.

716. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 716.

717. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 717.

718. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 718.

719. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 719.

720. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 720.

721. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 721.

722. Denies the allegations of paragraph 722 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 722.

723. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 723.

724. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 724.

725. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 725.

726. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 726.

727. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 727.

728. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 728.

729. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 729.

730. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 730.

731. Denies the allegations of paragraph 731 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 731.

732. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 732.

733. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 733.

734. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 734.

735. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 735.

736. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 736.

737. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 737.

738. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 738.

739. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 739.

740. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 740.

741. Denies the allegations of paragraph 741 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 741.

742. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 742.

743. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 743.

744. Denies the allegations of paragraph 744 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 744.

745. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 745.

746. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 746.

747. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 747.

748. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 748.

749. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 749.

750. Denies the allegations of paragraph 750, except admits that it is a financial services institution and that certain of its subsidiaries, including Barclays Bank PLC and Barclays Capital Inc., from time to time provided commercial and/or investment banking services to Enron and that Barclays Bank participated in the financing of the year-end 1997 Chewco/JEDI transaction.

751. Denies the allegations of paragraph 751, except admits that Barclays Bank participated in loans to Enron during the alleged class period.

752. Denies the allegations of paragraph 752, except avers that Barclays Capital Inc. was one of five financial institutions that severally agreed to purchase certain Zero Coupon Convertible Senior Notes from Enron in February 2001 for resale to Qualified Institutional Buyers in a non-public offering, but denies that Barclays or any of its subsidiaries (including Barclays Capital Inc.) purchased, sold or resold any such notes.

753. Denies the allegations of paragraph 753, except avers that Barclays Bank participated in a non-public offering of £200,000,000 of 8.75% Linked Enron Obligations issued by Yosemite Securities Company Ltd. in February 2000.

754. Denies the allegations of paragraph 754, except admits that Barclays Bank was a commercial lending bank to Enron, which from time to time participated in loans to Enron and its affiliates and related entities, but denies that the allegations of paragraph 754 completely or accurately describe those loan transactions.

755. Denies the allegations of paragraph 755, except admits that Barclays Bank and Barclays Capital Inc. from time to time earned fees and interest from loans and other transactions with Enron.

756. Denies the allegations of paragraph 756.

757. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 757.

758. Denies the allegations of paragraph 758 as to Barclays, except avers that Barclays Bank loaned approximately \$240 million to Chewco, which Enron guaranteed, and that Barclays Bank loaned approximately \$11.4 million to entities investing, directly or indirectly, in Chewco, which loans were secured by collateral, including \$6.58 million deposited in accounts at Barclays Bank; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 758.

759. Denies the allegations of paragraph 759 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 759.

760. Denies the allegations of paragraph 760.

761. Denies the allegations of paragraph 761.

762. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 762.

763. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 763.

764. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 764.

765. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 765.

766. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 766.

767. Denies the allegations of paragraph 767 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 767.

768. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 768.

769. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 769.

770. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 770.

771. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 771.

772. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 772.

773. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 773.

774. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 774.

775. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 775.

776. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 776.

777. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 777.

778. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 778.

779. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 779.

780. Denies the allegations of paragraph 780 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 780.

781. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 781.

782. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 782.

783. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 783.

784. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 784.

785. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 785.

786. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 786.

787. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 787.

788. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 788.

789. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 789.

790. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 790.

791. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 791.

792. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 792.

793. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 793.

794. Denies the allegations of paragraph 794 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 794.

795. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 795.

796. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 796.

797. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 797.

798. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 798.

799. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 799.

800. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 800.

801. Denies the allegations of paragraph 801 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 801.

802. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 802.

803. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 803.

804. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 804.

805. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 805, except admits on information and belief that Enron had not consolidated JEDI into its financial results.

806. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of the first three and sixth sentences of paragraph 806; denies the allegations of the fourth sentence of paragraph 806, except avers that Barclays Bank loaned \$240 million to Chewco, which loan was guaranteed by Enron and that Barclays Bank extended loans to certain direct or indirect equity investors in Chewco; denies the allegations of the fifth sentence of paragraph 806, except avers that Barclays Bank's

loans to the equity investors were secured by collateral, including \$6.58 million deposited in accounts at Barclays Bank.

807. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 807.

808. Denies the allegations of paragraph 808 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 808.

809. Denies the allegations of paragraph 809 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 809.

810. Denies the allegations of paragraph 810 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 810.

811. Denies the allegations of paragraph 811 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 811.

812. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 812.

813. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 813.

814. Denies the allegations of paragraph 814 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 814.

815. Denies the allegations of paragraph 815 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 815.

816. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 816.

817. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 817.

818. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 818.

819. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 819.

820. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 820.

821. Denies the allegations of paragraph 821 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 821.

822. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 822.

823. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 823.

824. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 824.

825. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 825.

826. Denies the allegations of paragraph 826 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 826.

827. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 827.

828. Denies the allegations of paragraph 828 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 828.

829. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 829.

830. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 830.

831. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 831.

832. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 832.

833. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 833.

834. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 834.

835. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 835.

836. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 836.

837. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 837.

838. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 838.

839. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 839.

840. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 840.

841. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 841.

842. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 842.

843. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 843.

844. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 844.

845. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 845.

846. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 846.

847. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 847.

848. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 848.

849. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 849.

850. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 850.

851. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 851.

852. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 852.

853. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 853.

854. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 854.

855. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 855.

856. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 856.

857. Denies the allegations of paragraph 857 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 857.

858. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 858.

859. Denies the allegations of paragraph 859 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 859.

860. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 860.

861. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 861.

862. Denies the allegations of paragraph 862 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 862.

863. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 863.

864. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 864.

865. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 865.

866. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 866, except admits on information and belief that Enron had not consolidated JEDI into its financial statements.

867. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 867.

868. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of the first and fifth sentences of paragraph 868; denies the allegations of the second, third and fourth sentences of paragraph 868, except avers that Barclays Bank loaned \$240 million to Chewco, which Enron guaranteed, and that it loaned money to two direct or indirect equity investors in Chewco and that the loans to the equity investors were secured by collateral, including \$6.58 million deposited in accounts at Barclays Bank.

869. Denies the allegations of paragraph 869 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 869.

870. Denies the allegations of paragraph 870 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 870.

871. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 871.

872. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 872.

873. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 873.

874. Denies the allegations of paragraph 874 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 874.

875. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 875.

876. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 876.

877. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 877.

878. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 878.

879. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 879.

880. Denies the allegations of paragraph 880 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 880.

881. Denies the allegations of paragraph 881 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 881.

882. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 882.

883. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 883.

884. Denies the allegations of paragraph 884 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 884.

885. Denies the allegations of paragraph 885 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 885.

886. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 886.

887. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 887.

888. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 888.

889. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 889.

890. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 890.

891. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 891.

892. Denies the allegations of paragraph 892 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 892.

893. Denies the allegations of paragraph 893 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 893.

894. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 894.

895. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 895.

896. Denies the allegations of paragraph 896 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 896.

897. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 897, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

898. The allegations of the third and fourth sentence of paragraph 898 purport to state legal conclusions or to quote from court opinions, as to which no response is required; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 898, except admits on information and belief that Arthur Andersen was Enron's auditor and had responsibilities as such.

899. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 899, except avers on information and belief that Arthur Andersen audited Enron's annual consolidated financial statements and opined that those financial statements presented fairly, in all material respects, the financial position of Enron.

900. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 900, except respectfully refers the Court to SEC Accounting Release No. 296 for a complete and accurate statement of its contents.

901. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 901, except respectfully refers the Court to the Code of Professional Conduct of the American Institute of Certified Public Accountants for a complete and accurate statement of its contents.

902. Denies that the allegations of paragraph 902 completely and accurately reflect GAAS or the contents of the Statements on Auditing Standards ("SAS") (referred to in the Complaint and herein as AU § __) referenced therein and respectfully refers the Court to the SAS referenced therein and other authoritative literature concerning GAAS for a complete and accurate statement of GAAS.

903. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 903, except avers on information and belief that Arthur Andersen audited Enron's annual consolidated financial statements and opined that those financial statements presented fairly, in all material respects, the financial position of Enron.

904. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 904, except avers on information and belief that Arthur Andersen audited Enron's annual consolidated financial statements and opined that those financial statements presented fairly, in all material respects, the financial position of Enron.

905. Barclays repeats and incorporates its responses to paragraphs 418-611 as if fully set forth here; denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 905, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

906. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 906, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

907. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 907, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

908. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 908, except respectfully refers the Court to the Code of Professional Conduct of the American Institute of Certified Public Accountants for a complete and accurate statement of its contents.

909. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 909.

910. Denies the allegations of paragraph 910 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 910.

911. Denies the allegations of paragraph 911 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 911.

912. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 912, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

913. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 913, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

914. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 914, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

915. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 915, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

916. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 916.

917. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 917.

918. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 918.

919. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 919.

920. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 920.

921. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 921, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron, and respectfully refers the Court to the SAS referenced therein for a complete and accurate statement of its contents.

922. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 922, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron, and respectfully refers the Court to the SAS referenced therein for a complete and accurate statement of its contents.

923. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 923, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron, and respectfully refers the Court to the SAS referenced therein for a complete and accurate statement of its contents.

924. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 924.

925. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 925, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron, and respectfully refers the Court to the SAS referenced therein for a complete and accurate statement of its contents.

926. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 926, except admits on information and belief that Arthur Andersen issued “clean” audit opinions on Enron’s financial statements.

927. Denies the allegations of paragraph 927 to the extent they purport to relate to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 927.

928. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 928.

929. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 929.

930. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 930.

931. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 931, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

932. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 932.

933. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 933.

934. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 934.

935. Barclays repeats and incorporates its responses to paragraphs 520-532 as if fully set forth here; denies knowledge or information sufficient to form a belief

as to the truth of the allegations of paragraph 935, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

936. Barclays repeats and incorporates its responses to paragraphs 520-532 as if fully set forth here; denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 936, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

937. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 937, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

938. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 938.

939. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 939.

940. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 940, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

941. Denies the allegations of paragraph 941 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 941.

942. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 942, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron and advised Enron in connection with the Chewco transaction.

943. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 943, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron, and respectfully refers the Court to AU § 334.09 for a complete and accurate statement of its contents.

944. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 944, except denies that “Barclays investment on the Chewco deal had a reserve of \$6.6 million,” and admits on information and belief that Arthur Andersen provided auditing and other services to Enron and advised Enron in connection with the Chewco transaction.

945. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 945, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

946. Barclays repeats and incorporates its responses to paragraphs 435-447 as if fully set forth here; denies the allegations of the first two sentences of paragraph 946 as to Barclays, except admits on information and belief that Chewco was created for the purpose of purchasing an interest in JEDI; denies the allegations of the fifth and sixth sentences of paragraph 946, including parts (a) through (c) of the sixth sentence, as to Barclays; admits that the \$11.4 million loans from Barclays Bank to certain direct or indirect equity investors in Chewco were secured by collateral, including \$6.58 million deposited in accounts held at Barclays Bank; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 946, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron and advised Enron in connection with the Chewco transaction.

947. Denies the allegations of the first sentence of paragraph 947 as to Barclays; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 947, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron and advised Enron in connection with the Chewco transaction.

948. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 948, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

949. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 949.

950. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 950.

951. Barclays repeats and incorporates its responses to paragraphs 445-446 and 477-484 as if fully set forth here; denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 951.

952. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 952.

953. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 953, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

954. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 954.

955. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 955, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

956. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 956, except admits that Enron has restated its financial results.

957. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of the first sentence of paragraph 957, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 957, except respectfully refers the Court to SAS No. 32 for a complete and accurate statement of its contents.

958. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of the paragraph 958, except respectfully refers the Court to AU § 334.11 for a complete and accurate statement of its contents.

959. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 959.

960. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 960.

961. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 961.

962. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 962.

963. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 963.

964. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 964.

965. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 965.

966. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 966.

967. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 967.

968. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 968, except respectfully refers the Court to the AICPA Rules and AU § 220 referenced therein for a complete and accurate statement of their contents.

969. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 969, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

970. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 970.

971. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 971.

972. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 972.

973. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 973.

974. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 974.

975. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 975.

976. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 976.

977. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 977.

978. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 978, except admits on information and belief that Arthur Andersen provided auditing and other services to Enron.

979. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 979.

980. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 980.

981. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 981.

982. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 982.

983. Denies the allegations of paragraph 983, except denies knowledge or information sufficient to form a belief as to the respects in which plaintiffs allege that

the market for Enron's publicly traded securities was "efficient," but admits that Enron's securities were listed and traded on the New York Stock Exchange, that Enron filed periodic reports with the SEC, that Enron communicated with public investors and that Enron was followed by several securities analysts, who wrote reports concerning Enron.

984. Denies the allegations of paragraph 984.

985. The first two sentences of paragraph 985 purport to state conclusions of law as to which no response is required; denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 985.

986. Admits that plaintiffs purport to bring this action on behalf of a putative class as described in paragraph 986.

987. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 987.

988. Denies the allegations of paragraph 988.

989. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 989.

990. Denies knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 990.

991. Denies the allegations of paragraph 991, except states that certain of the enumerated questions may be relevant at some stage of the litigation.

992. Barclays repeats and incorporates its responses to paragraphs 1 through 991 as if fully set forth here.

993. Admits that plaintiffs purport to bring this claim against the Defendants listed in paragraph 993.

994. Denies the allegations of paragraph 994 as to Barclays.

995. Denies the allegations of paragraph 995 as to Barclays.

996. Denies the allegations of paragraph 996 as to Barclays.

997. Denies the allegations of paragraph 997.

998. – 1030. Paragraphs 998-1030 purport to assert claims against defendants other than Barclays, accordingly Barclays is not required to respond to the claims asserted therein.

ADDITIONAL AND AFFIRMATIVE DEFENSES

Barclays asserts the following additional and affirmative defenses and reserves its rights to assert other defenses when and if they become appropriate.³

FIRST DEFENSE

The Complaint fails to state a claim upon which relief may be granted.

SECOND DEFENSE

The Complaint fails to meet the pleading requirements of the Private Securities Litigation Reform Act and Rule 9(b) of the Federal Rules of Civil Procedure.

THIRD DEFENSE

The claims asserted in the Complaint are barred, in whole or in part, by the applicable statute of limitations.

FOURTH DEFENSE

The claims for injunctive relief are barred by the doctrine of laches.

³ Barclays does not intend to suggest that matters designated herein as “defenses” (a) are not elements of plaintiffs’ *prima facie* case on any of plaintiffs’ purported claims, or (b) are not matters as to which plaintiffs bear the burden of proof.

FIFTH DEFENSE

Plaintiffs' claims for injunctive relief are barred because plaintiffs have an adequate remedy at law.

SIXTH DEFENSE

Any injury allegedly sustained by plaintiffs or by any putative class member was not directly or proximately caused by any conduct or act of Barclays or any entity related to or affiliated with Barclays or whose acts may be attributed to Barclays for any reason, including theories of vicarious and secondary liability.

SEVENTH DEFENSE

Plaintiffs and members of the class who plaintiffs purport to represent failed to exercise due care and/or mitigate their damages with respect to the transactions alleged to form the basis of the claims against Barclays.

EIGHTH DEFENSE

Barclays did not commit any manipulative or deceptive acts and at all times acted without scienter or any intention to defraud.

NINTH DEFENSE

This action is not properly maintainable as a class action.

TENTH DEFENSE

Under any theory of liability, the named plaintiffs and the members of the putative class may not recover damages based on depreciation in value of Enron securities that resulted from factors other than the alleged material devices, schemes, or artifices to defraud, misstatements or omissions, acts, practices, or courses of business cited in the Complaint.

ELEVENTH DEFENSE

To the extent that plaintiffs or the purported class members sustained any damage, loss or injury, any damage award against Barclays should be reduced, diminished, and/or eliminated under the proportionate liability provisions of Section 21D(f)(2)(B) and 21D(f)(3) of the Securities Exchange Act of 1934 to reflect only Barclays' percentage of responsibility.

TWELFTH DEFENSE

Plaintiffs' claims and/or the claims of any members of the class that plaintiffs purport to represent are barred, in whole or in part, to the extent that the damages sought exceed those permitted under the Securities Exchange Act of 1934, the Private Securities Litigation Reform Act, common law, or any other applicable statute, rule or regulation.

THIRTEENTH DEFENSE

Barclays did not create, or participate in the creation of, any misrepresentation or omission on which plaintiffs or members of the putative class relied.

FOURTEENTH DEFENSE

Barclays did not employ any device, scheme or artifice to defraud in connection with the purchase or sale of any Enron security.

FIFTEENTH DEFENSE

Barclays did not make any misstatement or omission in connection with the purchase or sale of any Enron security.

SIXTEENTH DEFENSE

Barclays did not engage in any act, practice, or course of business which operated or would have operated as a fraud or deceit on any person in connection with the purchase or sale of any Enron security.

SEVENTEENTH DEFENSE

The claims against Barclays are barred, in whole or in part, because it is not a "controlling person" of Enron or any defendant in this action.

EIGHTEENTH DEFENSE

Plaintiffs' claims and/or the claims of any members of the class that plaintiffs purport to represent are barred, in whole or in part, because the alleged misrepresentations, omissions, and conduct of Barclays was based on good faith and reasonable reliance upon the work, opinions, information, representations, and advice of others, upon which Barclays was entitled to rely.

NINETEENTH DEFENSE

With regard to the statements, Reports, Registration Statements and Prospectuses of Enron on which plaintiffs or members of the putative class purport to have relied or to which plaintiffs otherwise refer in the Complaint, Barclays had no reasonable ground to believe and did not believe, at the time such statements or Reports were published or such Registration Statements and Prospectuses became effective, that the statements therein were untrue or that there was an omission to state a material fact required to be stated therein or necessary to make the Statements therein not misleading, or with regard to the part of such statements, Reports, Registration Statements and Prospectuses purported to be made on the authority of experts or purporting to be copies

of or extracts from reports or valuation of experts that such statements, Reports, Registration Statements and Prospectuses did not fairly represent the statement of the experts or were not fair copies of or extracts from the reports or valuations of the experts.

TWENTIETH DEFENSE

The conduct of persons and/or entities other than Barclays was a superseding or intervening cause of any damage, loss, or injury allegedly sustained by plaintiffs or the purported class members.

TWENTY-FIRST DEFENSE

Barclays had no duty to investors in Enron securities.

TWENTY-SECOND DEFENSE

Barclays had no duty to verify, opine upon, audit, review or correct Enron's public disclosures or SEC filings.

TWENTY-THIRD DEFENSE

Plaintiffs and members of the putative class are not entitled to any recovery or remedy to the extent that they (or persons or entities acting on their behalf) knew, or in the exercise of reasonable diligence or care could have known, the facts concerning the purported untruths, misstatements, omissions, devices, schemes, artifices, acts, practices or courses of business alleged in the Complaint.

TWENTY-FOURTH DEFENSE

None of the alleged misrepresentations (by way of alleged misstatement or omission) or conduct was materially manipulative or deceptive in view of (*inter alia*) the total mix of information available to plaintiffs and members of the putative class.

TWENTY-FIFTH DEFENSE

Some or all of the matters now claimed by the Complaint to be the subject of misrepresentations and omissions were publicly disclosed or were in the public domain and, as such, were available to plaintiffs and members of the putative class and were at all times reflected in the price of Enron securities.

TWENTY-SIXTH DEFENSE

Barclays cannot and does not have any liability with respect to alleged misrepresentations (by way of alleged misstatement or omission) or conduct that Barclays did not make or perform.

TWENTY-SEVENTH DEFENSE

Plaintiffs' claims are barred in whole or in part by the fraud and/or contributory negligence of third parties, including but not limited to the current and/or former officers and employees of Enron.

TWENTY-EIGHTH DEFENSE

Plaintiffs' claims are barred in whole or in part by the comparative fault of third parties, including but not limited to the current and/or former officers and employees of Enron.

TWENTY-NINTH DEFENSE

Barclays is entitled to be indemnified by and/or to recover contribution from others for any liability it incurs as a result of any of the alleged violations of law.

THIRTIETH DEFENSE

The claims asserted in the Complaint against Barclays are barred because Barclays is not, as a matter of law or fact, liable for the acts of its subsidiaries or affiliates.

THIRTY-FIRST DEFENSE


Barclays hereby adopts and incorporates by reference any and all other defenses asserted or to be asserted by any of the other defendants to the extent that Barclays may share in such a defense.

THIRTY-SECOND DEFENSE

Barclays reserves the right to raise any additional defenses not asserted herein of which it becomes aware through discovery or other investigation.

WHEREFORE, defendant Barclays prays that judgment be entered in favor of Barclays on all claims asserted in the Complaint, and that Barclays be awarded its costs and expenses (including attorneys' fees) incurred in this action, together with such other and further relief as the Court may deem just and proper.

Dated: January 7, 2003
Houston, Texas


Barry Abrams
State Bar No. 00822700
Southern District I.D. No. 2138
ABRAMS SCOTT & BICKLEY, LLP
Chase Tower, 600 Travis, Suite 6601
Houston, Texas 77002
Telephone: (713) 228-6601
Facsimile: (713) 228-6605

OF COUNSEL:

David H. Braff
Jeffrey T. Scott
Adam R. Brebner
Steven J. Purcell
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, NY 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588

Attorneys for Defendant Barclays PLC

CERTIFICATE OF SERVICE

A true and correct copy of the foregoing has been served on all counsel of record in accordance with the Court's August 7, 2002 Order Regarding Website on this 7th day of January 2003 as follows:

Upon the following counsel via website service:

William S. Lerach
G. Paul Howes
Helen J. Hodges
MILBERG WEISS BERSHAD HYNES &
LERACH LLP
410 B. Street, Suite 1700
San Diego, CA 92101-3356
Phone: (619) 231-1058
Fax: (619) 231-7423
E-mail: enron@milberg.com
*Attorneys for the Regents of
the University of California
and Lead Counsel for the
Newby Plaintiffs*

Robert Hayden Burns
BURNS WOOLEY & MARSEGLIA
1111 Bagby, Suite 4900
Houston, Texas 77002
Phone: (713) 751-0422
Fax: (713) 751-0817
E-mail: hburns@bwmzlaw.com
Attorneys for Defendant Kristina Mordaunt

James E. Coleman, Jr.
CARRINGTON, COLEMAN, SLOMAN &
BLUMENTHAL, LLP
200 Crescent Court, Suite 1500
Dallas, Texas 75201
Phone: (214) 855-3000
Fax: (214) 855-1333
E-mail: deakin@ccsb.com
Attorney for Kenneth Lay